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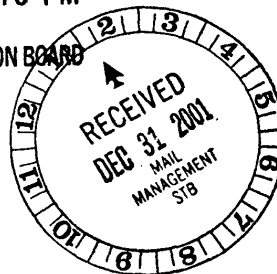
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REGISTRATION NO. 20972-4 FILED

JAN 03 '02

3-15 PM

SURFACE TRANSPORTATION BOARD



December 28, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 11, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **ARCHER DANIELS MIDLAND COMPANY**
4666 Faries Parkway, Decatur, IL 62525

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ARCHER DANIELS MIDLAND COMPANY**, covering 60 coal hoppers with reporting marks and numbers – CEFX 12546 – CEFX 12846, NOT INCLUSIVE.

Please file this memorandum **FIRST** as a **SECONDARY** document to Recordation #20972 dated 10/28/97 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
Research/Development Coordinator

MEMORANDUM OF RAILCAR LEASE

JAN 03 '02 3-15 PM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this SURFACE TRANSPORTATION BOARD October, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ARCHER DANIELS MIDLAND COMPANY, a Delaware corporation, with an address at 4666 Faries Parkway, Decatur, IL 62525 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 29, 1997 covering certain equipment pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on October 28, 1997 as recordation number 20972.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the Equipment ("Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: Richard M. [Name]
Title: VICE PRESIDENT-SALES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ARCHER DANIELS MIDLAND COMPANY.

By: [Signature]
Name: Randy Neumayer
Title: Senior Vice President-Transportation

SCHEDULE A

Quantity
60 -

Equipment Description
5150 c.f. covered hopper cars with
gravity gates and trough

Car Marks and Numbers

1	CEFX	12546
2	CEFX	12547
3	CEFX	12552
4	CEFX	12561
5	CEFX	12565
6	CEFX	12571
7	CEFX	12584
8	CEFX	12587
9	CEFX	12590
10	CEFX	12598
11	CEFX	12599
12	CEFX	12603
13	CEFX	12617
14	CEFX	12625
15	CEFX	12634
16	CEFX	12642
17	CEFX	12646
18	CEFX	12648
19	CEFX	12655
20	CEFX	12657
21	CEFX	12666
22	CEFX	12668
23	CEFX	12671
24	CEFX	12672
25	CEFX	12677
26	CEFX	12681
27	CEFX	12682
28	CEFX	12686
29	CEFX	12693
30	CEFX	12694

31	CEFX	12697
32	CEFX	12699
33	CEFX	12700
34	CEFX	12704
35	CEFX	12706
36	CEFX	12710
37	CEFX	12712
38	CEFX	12714
39	CEFX	12725
40	CEFX	12729
41	CEFX	12735
42	CEFX	12745
43	CEFX	12751
44	CEFX	12756
45	CEFX	12762
46	CEFX	12765
47	CEFX	12774
48	CEFX	12778
49	CEFX	12779
50	CEFX	12782
51	CEFX	12787
52	CEFX	12793
53	CEFX	12798
54	CEFX	12811
55	CEFX	12812
56	CEFX	12819
57	CEFX	12833
58	CEFX	12834
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60	CEFX	12846